

Bylaws of Michigan Gun Owners

The members of the Michigan Gun Owners (MGO) (a Michigan Not-For-Profit Corporation), for the purpose of establishing structure, ensuring member's rights, providing procedure, and pursuing the mission statement, adopt and accept these Bylaws.

Article I. LEGAL NAMES

Section 1.01

The corporate name of the organization is Michigan Gun Owners. An accepted and assumed name of the corporation is MGO.

Article II. MEMBERS

Section 2.01

The eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors.

Section 2.02

The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, or expulsion of the member, dissolution, or liquidation of the Corporation.

Section 2.03

The organization may, in accordance with the policy and procedures in effect and published in the organization's official Policies and Procedures manual at least 30 days in advance of the removal/revocation process, revoke the membership of anyone convicted of a felony, of any crime involving dishonesty, theft, or the abuse/neglect of firearms, or who performs an action that is detrimental to the organization.

Section 2.04 Membership Meetings

- (a) The Annual meeting of the Members of the Corporation shall be called within the month of July, each year, on such date or dates as shall be fixed from time to time by the Board of Directors, within the State of Michigan. Special Meetings of the members may be held on such date or dates as may

be fixed by the Board of Directors from time to time and by members on such date or dates as shall be permitted by law.

- (b) Annual or Special Meetings of the Members may be called by the Board of Directors or any officer of the Corporation empowered to do so by the Board of Directors, except to the extent that Board of Directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when petitioned by at least 15% of voting members.
- (c) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for the Annual Meeting shall state the meeting is being called for the election of the Directors and for the transaction of such other business as may properly come before a meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted. Notice of Meeting shall be given either personally or by first class mail, or by email, not less than 10 days nor more than 50 days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. A member may waive his/her right to E-mail notices and choose to receive notice instead by USPS mail. Any meeting of the members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if the announcement or the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person at the meeting without protesting the lack of notice of a meeting shall constitute a waiver of notice by such member.
- (d) At every meeting of members, there shall be presented a list of members of record as of the record date, certified by the officer responsible for its preparation, and upon request therefore, any member who has given written notice to the Corporation, which request shall be made at least 10 days prior to such meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list of members of record may vote at such meeting. In-person ballots and absentee ballots shall be checked and verified against the current list of members of record.

Section 2.05

At each Annual Meeting of the Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

Section 2.06

Meetings of the members shall be presided over by the President, or the Vice-President in the absence of the President. If neither of the foregoing is in office or present at the meeting, a Chairman shall be chosen from present members of the Board of Directors. The Secretary of the Corporation shall act as Recording Secretary of every meeting. When the Secretary is not present, the Chairman shall appoint a Recording Secretary for the meeting.

Section 2.07

Robert's Rules of Order (latest edition) shall be followed at the annual meeting of members and at all meetings of the Board of Directors without undue strictness and only to the extent necessary to maintain order.

Section 2.08

All voting members must be at or above the age of majority as defined by the State of Michigan. Each membership shall entitle the holder to one vote. Unless otherwise prohibited by law, all action shall be by majority of the votes cast. A majority of members present and voting shall constitute a quorum at a meeting of the members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

Section 2.09

The Board of Directors shall fix a record date for the purpose of determining members entitled to notice of vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotments of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent of the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of the members shall be close of business on the day preceding the day on which notice was given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of the executors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such meeting.

Section 2.10

A Forum Member is defined as an MGO Community Forum user that has registered on MGO's Internet forum and thereby has agreed to the published forum rules. A Forum Member will have no membership rights or privileges other than those associated with normal forum operation.

Section 2.11

Proxy voting will not be used for the transaction of any MGO business.

Article III. BOARD OF DIRECTORS

Section 3.01

The Corporation shall be managed by a Board of Directors.

(a) Each Board of Directors Member shall:

- (i) be at least 21 years of age.
- (ii) be a member with full voting rights of the Corporation for the year immediately preceding said election.
- (iii) maintain such membership during his/her term.

(b) The Board of Directors shall consist of not more than nine, nor less than five qualified members:

- (i) the number of Board Members may be increased or decreased by action of the Board of Directors provided that any action by the Board of Directors to increase or decrease shall require the vote of a majority of the entire Board of Directors.
- (ii) no decrease shall shorten the term of any Board Member then in office.

(c) Each Director is elected for a two-year term that starts with the first Annual Meeting of the Board of Directors after which they were elected and ends with the Annual Meeting of the Board of Directors at the expiration of their term, or upon their resignation or removal as hereinafter provided:

- (i) if a Director is elected to fill a position that was vacated prior to the expiration of a former Director's term, then the newly elected Director shall serve the remainder of the former Director's term.
- (ii) Directors are split into two staggered classes. Class "A" Directors terms shall expire in odd numbered years and Class "B" Directors shall expire in even numbered years.

Section 3.02

At each Annual Meeting of the Members, the membership shall elect, either in person or by absentee ballot, the Board of Directors.

(a) In the event of an uncontested election, the Election Committee may resolve to forego a formal election and at the Annual Meeting of the Members, declare candidates "Elected by Default."

Section 3.03 Board of Directors Removal

(a) Any or all of the members of the Board of Directors may be removed from the Board, with or without cause, by a majority vote of all members of the Corporation who are present and voting in person; or by absentee ballot. The Board of Directors may initiate removal of any standing Board of Directors member from the Board position, with cause only, and by following the procedure below:

- (i) A copy of all documentary evidence and statements gathered by the Board of Directors against the accused Director shall be provided to the Director at least two weeks prior to the Director's revocation hearing conducted by the Board of Directors.
 - (ii) The accused member retains the right to have private counsel – or a member of the organization – represent them in a revocation proceeding.
 - (iii) The revocation proceeding shall be open to the membership, unless the accused Director requests, in writing, that the proceeding be closed. The request itself shall be considered a record of the organization and shall be available for inspection by all members.
 - (iv) A verbatim record of the revocation proceeding, with all statements and evidence to be attached, may be made of the revocation proceeding by the Director if the Director arranges for a Certified Court Reporter at the Director's sole expense and notifies the Secretary of the Corporation in writing of the arrangements no later than one (1) week prior to the hearing and provides a copy of the transcript, when completed to the Organization at no additional cost. If provided, the verbatim record shall be considered a record of the organization, available for inspection by the membership, unless the accused specifically requests, in writing, that the record remain sealed. The request itself shall be available for inspection by all members.
- (b) A member of the Board of Directors may resign at any time either by a signed and dated letter of resignation delivered to the organization's address of record by normal means, an announcement at any regular meeting of the Board of Directors or by posting their resignation to MGO's Internet forum in the section reserved to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or by the date and time stamp of the MGO Internet forum post. Acceptance of such resignation shall not be necessary to make it effective. The resignation must be communicated to the Members within 24 hours of receipt by an officer of the organization via a post in the MGO Internet forum reserved to the Members or by announcement at a regularly-scheduled meeting of the Board of Directors, whichever occurs soonest.

Section 3.04

Vacancies in the Board of Directors, in cases other than removal by the membership, may be filled by a vote of a majority of the Board of Directors then in office. Vacancies occurring by reason of the removal of a Director shall be filled by a vote of the membership. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office until the next Annual Meeting when the remainder of the vacated term shall be decided by a vote of the entire membership.

Section 3.05 Annual Meeting of the Board of Directors

- (a) The Annual Meeting of the Board of Directors to elect officers and set dates and times for regular Board of Directors meetings shall be held within 30 days, but not less than 7 days following the Annual Meeting of the Members. The meeting shall be called to order by the sitting President or Vice-President of the organization. In the absence of both, the meeting shall be called to order by

the Election Committee chairman or a member of the Election Committee present. Upon conclusion of the Officers election, the meeting shall be turned over to the new President, or in their absence, the new Vice-President of the organization. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

- (b) No additional notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the President, or by a majority of the Board of Directors members then in office.
- (c) Written, oral, or any other method of notice of time and place shall be given for special meetings of the Board of Directors, in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting except in the case of a meeting called as a member revocation or Board of Directors member removal hearing. The requirement for furnishing notice of a meeting may be waived by any Board of Directors member who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him/her.
- (d) Except to the extent herein, a majority of the Directors shall constitute a quorum. At any meeting held to remove one or more of the Directors a quorum shall consist of a majority of the Directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of members of the Board of Directors excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, the act of the Board of Directors shall be by a majority of the Directors present at the time of the vote, a quorum being present at such time. Any action authorized by resolution, in writing, by a majority of the Directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. The Directors may also adopt resolutions intermeeting with the resolution being ratified and recorded into the minutes at the next scheduled meeting of the Directors.

Article IV. OFFICERS

Section 4.01

The officers of the corporation shall be President, Vice-President, Secretary, Treasurer, and such other officers as may be determined by the Board of Directors. Any two offices in MGO may be held by the same person except for the office of President and Secretary. The office of President shall not be available to individuals holding an office within a similar group or corporation; except, as allowed by majority vote of the Board of Directors.

Section 4.02

Each officer shall hold office until the Annual Meeting of the Board of Directors.

Section 4.03 Descriptions:

- (a) The President shall be chief executive officer for the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors and/or voting Members. The President will chair all meetings of the Board of Directors. At each Annual Meeting of the Membership, the President or his designee shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.
- (b) The Vice-President shall during the absence or disability of the President, have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time. The Vice-President, or his designee, shall receive and record with the Secretary all financial statements and tax returns for the corporation.
- (c) The Treasurer, or a Director designee as approved by the Board, shall have the care, custody and control of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation, in such bank accounts that have been established.
- (d) The Secretary, or his designee as approved by the Board, shall keep and maintain the minutes of meetings of the Board of Directors and the meetings of the members; as well as, keep and maintain complete and correct records and books of account, or any committee appointed by the Board of Directors as well as a list of record containing the names and address of all members. He shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He shall serve all notices for the Corporation, which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

Article V. FINANCIAL

Section 5.01 Acquisitions, Property and Administration:

- (a) Any financial expense of greater than \$250.00 (US) must be approved by the Board of Directors, with the exception of earmarked Election Committee funds, as detailed in Section 6.04(e). All drafts, checks or money orders for the corporation shall require two authorized signatures.
- (b) All commitment of funds for goods and services over \$10,000.00 (US) per fiscal year to a single supplier or vendor shall be recommended by the Board of Directors and approved by a vote of the membership.
- (c) Acquisition and disposal of any real property with a fair market value over \$10,000.00 (US) shall be recommended by the Board of Directors and approved by a vote of the membership. Any real property of the corporation shall be administered by the Board of Directors, including the hiring and firing of any custodial personnel as needed.
- (d) All assets, funds and property of the corporation are subject to the bylaws of the corporation without exception.

Section 5.02 Use of Revenues

- (a) All funds and assets of the organization shall be used only for purposes that are consistent with the purposes of the organization and for actual administrative expenses in conducting the affairs of the organization under the direction and with the approval of the Board of Directors. The Board of Directors may purchase real and chattel property for the benefit of the organization, operating and maintaining the same as required to further the purpose of the organization, in accordance with Section 5.01.
- (b) Assets of the organization. The assets of the organization shall only be used to further the organizations lawful purposes. In no instance shall assets of the organization/corporation be used for the primary personal benefit of any member or director of the qualified organization/corporation.
- (c) Conducting business between the organization and members. The organization may contract to purchase goods and services from an individual or member of the organization only if the goods and services further the lawful purpose of the organization and the goods and services are purchased at fair market value.

Section 5.03

Upon dissolution of the organization and after payment of all liabilities of the organization, all remaining assets of the organization shall be transferred to another non-profit as defined by section 501 (c)(3) of the Internal Revenue Code or local unit of government as defined by the Property Rights Acquisition Act 201 of 1986.

Section 5.04

The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

Section 5.05

The annual accounting and fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable State of Michigan law and section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 5.06

In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation, each certificate evidencing such capitol contribution shall conform to the law of the State of Michigan and section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 5.07

For the purposes of complying with Section 5.01, Section 2.08 shall define a vote of the members.

Article VI. COMMITTEES

Section 6.01

The President, or their designee, may designate from the membership, any standing committee deemed necessary by the Board of Directors as needed with the exception of the Election Committee, which is elected by the membership. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

Section 6.02

No two members of any board or committee, as defined in the Bylaws, may be related as an immediate family member, or by marriage, or as significant others.

Section 6.03 Bylaws Committee:

- (a) The Board of Directors shall authorize a Bylaws and Operations Committee to meet as needed to discuss, formulate, and propose additions, alterations, and deletions to the Bylaws of the Corporation. The Bylaws and Operations committee shall also preside over any proceedings involving a Member or Directors revocation, or accusations of malfeasance against Directors. A member appointed to the Bylaws and Operations committee may not be removed without cause. Any such removal shall follow the same procedure as member revocation.
- (b) All Bylaws of the Corporation shall be subject to alteration or repeal, and new Bylaws may be made, by a majority vote of the members eligible to vote in the election of the Board of Directors, in person or by absentee ballot only, at a regular meeting of the members or a special meeting of the members called for such purpose. Notification of the proposed additions, changes, or deletions shall be made to the members. Members shall have a 30-day period to review any proposed changes to the Bylaws and submit any written concerns or comments. Members may submit ideas and suggestions in writing to the Committee for consideration and review at a time specified by the Bylaws and Operations Committee. A call to members shall be held prior to any vote for the Bylaws.

Section 6.04 Election Committee:

- (a) The Election Committee shall be a full-time standing committee and shall consist of three full-time members. Up to four non-committee Members may be chosen by the Election Committee to assist at elections, as needed by the Election Committee. Each Election Committee member and each non-committee Member Assistant shall:
 - (i) be a member in good standing of the corporation, and
 - (ii) take and sign an oath to faithfully and impartially carry out the duties of the Election Committee to the best of his or her ability. The duties of the Election Committee shall be enumerated in the handbook written by the Election Committee and approved by the Board of Directors. This handbook will serve as a guideline for the Election Committee.

- (b) The Election Committee shall be responsible for conducting ALL elections of the Corporation including general elections and special elections, determining the voting eligibility of each member, nominations, declinations and eligibility of candidates for office plus any other duties enumerated in the handbook and shall conduct its business autonomously.
- (c) The Election Committee shall be elected by the membership for a two-year term with no more than two seats up for reelection at any time.
- (d) A member of the Board of Directors may not be a member of the Election Committee.
- (e) The Election Committee shall be granted an annual budget by the Board of Directors. The Election Committee budget shall be a minimum of 2% of annual revenue or \$1,000/year, whichever is greater and is to be used only for election-related expenses of the Election Committee and shall not require any additional approval by the Board of Directors. Additional funding for the Election Committee, if needed, shall require approval by the Board of Directors. Any unused funding earmarked for the Election Committee shall revert back to the general fund and not be carried over to the following year(s). In the event of insufficient funds available for the Election Committee budget, the Board of Directors shall secure said funds and make them available for the Election Committee as needed. The Election Committee shall submit an annual report of expenses to the Treasurer for Membership review.